UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Approval

OMB Number: 3235-0076 Expires: March 15, 2009

Estimated average burden hours per response . . . 16.00

TEMPORARY FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

UNIFORM LIMITED OFFERING EXEMPTION

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UNIFORM LIMITED OFFERING EX	EMITION	TE MADE HERBREHING	
Name of Offering (check if this is an amendment and name has changed, and indica	Section		
Tucker Development and Acquisition Fund, L.P.	<u> </u>	·	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE	MAR 12 2009	
A. BASIC IDENTIFICATION DAT	ГА		
1. Enter the information requested about the issuer		Washington, DC	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)		TIT	
Tucker Development and Acquisition Fund, L.P.			
Address of Executive Offices (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035	Telephone Number (Including Area (847) 748-3900	Code)	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area	Code)	
Brief Description of Business Investments in real estate and real estate-related assets within the State of New Je	rsey		
Type of Business Organization corporation business trust Iimited partnership, already formed limited partnership, to be formed	other (please specify)		
Actual or Estimated Date of Incorporation or Organization: Month 0 8	Year 0 7 ⊠ Actual □ Es	timated MAR & 7 2009	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Canada: EN for other foreign jurisdiction)	or State; DE	The man and a second	

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Who Must File: All issuers making an offering of securities in reliance on an exception under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.



A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for the following:	_								
Each promoter of the issuer, if the issuer has been organized within the past five years;									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner									
Full Name (Last name first, if individual) Tucker Managers, LLC	_								
Business or Residence Address (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Tucker, Richard									
Business or Residence Address (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035	_								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner	_								
Full Name (Last name first, if individual) Glenner, Cary									
Business or Residence Address (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Donohue, John									
Business or Residence Address (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Hicks, James									
Business or Residence Address (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035									
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner									
Full Name (Last name first, if individual) Connors, Teresa									
Business or Residence Address (Number and Street, City, State, Zip Code) 799 Central Avenue, Suite 300, Highland Park, IL 60035									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner									
Full Name (Last name first, if individual) Common Pension Fund E									
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Division of Investment, New Jersey Dept of the Treasury, 50 West State St., 9th Floor, Trenton, NJ 08608									

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA 3. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ⊠ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Metropolitan Life Insurance Company Business or Residence Address (Number and Street, City, State, Zip Code) 10 Park Avenue, PO Box 1902, Morristown, NJ 07962-1902 ⊠ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) The Prudential Life Insurance Company of America Business or Residence Address (Number and Street, City, State, Zip Code) c/o Prudential Investment Strategy Group, Two Gateway Center, Newark, NJ 07102 ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					В. І	NFOR	MATI(ON ABO	O TUC	FFERL	NG			
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.						Yes	No ⊠							
2. What is the minimum investment that will be accepted from any individual?								<u>\$50,000,000*</u>						
				at discr									Yes	No
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Name	of Assoc	iated Bro	ker or D	ealer									·	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)								States						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount "none" or "zero". If the transaction is an exchange offering, check this box \(\square\$\) and indicate securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$300,000,000	\$90,900,000
	Other (Specify)-	\$	\$
	Total	\$300,000,000	\$90,900,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities amounts of their purchases. For offerings under Rule 504, indicate the number of person aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" of their purchases on the total lines.	is who have purchase	
			of Purchases
	Accredited Investors	4	\$ 90,900,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for a offerings of the types indicated, in the twelve (12) months prior to the first sale of securities i listed in Part C-Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$
	Regulation A	N/A	\$
	Rule 504	N/A	\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution o amounts relating solely to organization expenses of the issuer. The information may be given amount of an expenditure is not known, furnish an estimate and check the box to the left of the	n as subject to future	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	🏻	<u>\$(1)</u>
	Accounting Fees	🛛	\$(1)
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	🗵	\$ <u>(1)</u>
	Total		\$ <u>750,000 (1)</u>
(1)	The Fund will bear all legal, accounting, and other organizational and offering fees at		
	aximum of \$750,000. Organizational expenses in excess of \$750,000 will be borne by the C		

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above. Officers, Directors & Payments To **Affiliates** Others **⊠** \$ (1) □ \$ Salaries and fees **⊠** \$__(2)____ □ \$_____ Purchase of real estate.... □ \$_____ Purchase, rental or leasing and installation of machinery and equipment..... □ \$ □ \$ Construction or leasing of plant buildings and facilities \square \$ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... □ **\$**_____ □ \$_____ □ **\$** Repayment of indebtedness..... Working capital..... □ \$_____ **⊠** \$<u>(2)</u> □ **\$**____ Other(specify): □ \$___ **□** \$<u>(1)</u> Column Totals **⊠** (2) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Tucker Development and Acquisition Fund, March 6, 2009 L.P. Title of Signer (Print or Type) Name of Signer (Print or Type) By: Tucker Managers, LLC, as General Partner Richard Tucker By: Richard Tucker, President ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)
- (1) Tucker Development Corporation, an affiliate of the General Partner, will receive a management fee from the Issuer.
- (2) Except for certain Issuer expenses and for management fees and other ongoing operating expenses (that are not borne by the General Partner or Manager), substantially all capital contributions received from investors are intended to be invested in real estate and real estate-related assets.

